

IT IS SO ORDERED.

Dated: 10:39 AM June 09 2005


MARILYN SHEA-STONUM LN
U.S. Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

IN RE:)	CHAPTER 11
)	
AIR ENTERPRISES, INC.)	CASE NO. 05-52467
)	
Debtor.)	
)	MARILYN SHEA-STONUM
)	BANKRUPTCY JUDGE

**ORDER AUTHORIZING OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT OF BROUSE
MCDOWELL AS COUNSEL NUNC PRO TUNC TO MAY 13, 2005.**

This matter is before the Court upon the Application (the "Application") of the Official Committee of Unsecured Creditors of Air Enterprises, Inc. (the "Committee") for the entry of an order authorizing it to retain and employ Brouse McDowell, LPA ("Brouse McDowell") as counsel, *nunc pro tunc* to May 13, 2005 pursuant to Section to

1103 of Title 11, United States Code (the "Bankruptcy Code"), and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). The Court, having reviewed the Application and the Verified Statement of Marc B. Merklin (the "Verified Statement") in support thereof; the Court being satisfied that Brouse McDowell represents no interest adverse to the Debtors' estate; the Court finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) this Court is the proper venue for this matter pursuant to 28 U.S.C. § 1408 and Local Bankruptcy Rules; (d) Brouse McDowell is a disinterested person as the term is defined under Section 101(14) of the Bankruptcy Code; (e) employment of Brouse McDowell would be in the best interests of the Debtor's estate; (f) notice of the Application was sufficient; and (g) the legal and factual bases set forth in the Application establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application to retain Brouse McDowell is hereby GRANTED.
2. Brouse McDowell's retention is authorized and approved as of May 13, 2005.
3. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.
4. The Committee is authorized to retain and employ Brouse McDowell, pursuant to Section 1103 of the Bankruptcy Code and Rules 2014 and 5002 of the Bankruptcy Rules, as counsel in this Chapter 11 case on the terms and conditions set forth in the Application.
5. Brouse McDowell shall be compensated for its services and reimbursed for any related expenses in accordance with the applicable

provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules and any other Order of this Court.

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Approved:

/s/ Marc B. Merklin

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